



Non-Refundable Processing Fee:		
<input type="checkbox"/> Domestic		\$27.00
<input type="checkbox"/> Foreign		\$37.00

## *Articles of Merger / Share Exchange*

\_\_\_\_\_

the non-surviving corporation

Into

\_\_\_\_\_

the surviving corporation

### **ARTICLE I - Surviving Corporation**

#### **Section 1**

The name of the corporation surviving the merger is \_\_\_\_\_  
and such name ☐ **has** ☐ **has not** been changed as a result of the merger.

#### **Section 2**

- A. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Utah Revised Business Corporation Act incorporated on \_\_\_\_\_.
- B. The surviving corporation is a foreign corporation incorporated under the laws of the State of \_\_\_\_\_ and ☐ **qualified** ☐ **not qualified** to do business in Utah.  
*Note: If application for Certificate of Authority to Transact Business is filed concurrently herewith state "Upon approval of Application for Certificate of Authority."*
- C. The effective date of the merger described herein shall be the date upon which these Articles are filed with the Utah Division of Corporations and Commercial Code, or \_\_\_\_\_.

### **ARTICLE II - Non-surviving Corporation(s)**

The name, state of incorporation, and date incorporation or qualification (if applicable) respectively, of each Utah domestic corporation and Utah qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation: \_\_\_\_\_  
State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

Name of Corporation: \_\_\_\_\_  
State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah : \_\_\_\_\_

Name of Corporation: \_\_\_\_\_  
State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

Name of Corporation: \_\_\_\_\_  
State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

Name of Corporation: \_\_\_\_\_  
State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

### **ARTICLE III - Plan of Merger or Share Exchange**

The Plan of Merger or Share Exchange, containing such information as required by Utah Code 16-10a-1101, is set forth in "Exhibit A", attached hereto and made a part hereof.

### **ARTICLE IV - Manner of Adoption & Vote of Surviving Corporation (must complete Section 1 or 2)**

#### **Section 1**

☐ Shareholder vote not required.

The merger/ share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Section 2

[ ] Vote of shareholders (complete either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on \_\_\_\_\_, 20\_\_ and signed by all shareholders entitled to vote.

B. Vote of shareholders during a meeting called by the Board of Directors.

	<u>TOTAL</u>	<u>A</u>	<u>B</u>	<u>C</u>
Designation of each voting group (i.e. preferred and common)	_____	_____	_____	_____
Number of outstanding shares	_____	_____	_____	_____
Number of votes entitled to be cast	_____	_____	_____	_____
Number of votes represented at meeting	_____	_____	_____	_____
Shares voted in favor	_____	_____	_____	_____
Shares voted against	_____	_____	_____	_____

ARTICLE V - Manner of Adoption & Vote of Non-surviving Corporation (must complete Section 1 or 2)

Section 1

[ ] Shareholder vote not required.

The merger/ share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Section 2

[ ] Vote of shareholders (complete either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on \_\_\_\_\_, 20\_\_ and signed by all shareholders entitled to vote.

B. Vote of shareholders during a meeting called by the Board of Directors.

	<u>TOTAL</u>	<u>A</u>	<u>B</u>	<u>C</u>
Designation of each voting group (i.e. preferred and common)	_____	_____	_____	_____
Number of outstanding shares	_____	_____	_____	_____
Number of votes entitled to be cast	_____	_____	_____	_____
Number of votes represented at meeting	_____	_____	_____	_____
Shares voted in favor	_____	_____	_____	_____
Shares voted against	_____	_____	_____	_____

In Witness Whereof, the undersigned being the \_\_\_\_\_ of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this \_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

**Mail In:** PO Box 146705  
Salt Lake City, UT 84114-6705  
**Walk In:** 160 East 300 South, Main Floor  
**Information Center:** (801) 530-4849  
**Toll Free:** (877) 526-3994 (within Utah)  
**Fax:** (801) 530-6438  
**Web Site:** <http://www.commerce.utah.gov>